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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the lead case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**STIPULATION BETWEEN DEBTORS
AND AD HOC COMMITTEE OF SENIOR
UNSECURED NOTEHOLDERS
EXTENDING TIME TO RESPOND TO
MOTION TO APPROVE SHORT-TERM
INCENTIVE PLAN**

[No Hearing Requested]

1 This stipulation and agreement for order (“**Stipulation and Agreement for Order**”) is
2 entered into by PG&E Corporation and Pacific Gas and Electric Company, as debtors and
3 debtors in possession (collectively, the “**Debtors**”), on the one hand, and the Ad Hoc Committee
4 of Senior Unsecured Noteholders (the “**Noteholders Committee**”) on the other. The Debtors
5 and the Noteholders Committee are referred to in this Stipulation and Agreement for Order
6 collectively as the “**Parties**,” and each as a “**Party**.” The Parties hereby stipulate and agree as
7 follows:

8 **RECITALS**

9 A. On March 6, 2019, the Debtors filed the *Motion of Debtors Pursuant to 11 U.S.C.*
10 *§§ 105(a), 363, and 503(c) for Entry of an Order Approving (I) Short-Term Incentive Plan and*
11 *(II) Granting Related Relief* [Dkt No. 782] (the “**STIP Motion**”), which is set for a hearing
12 before the Court at 9:30 a.m. on April 9, 2019. Any response or opposition to the STIP Motion
13 is due by 4:00 p.m. (Pacific Time) March 20, 2019.

14 B. Counsel for the Noteholders Committee has requested, and proposed counsel for
15 the Debtors has agreed, that the time for the Noteholders Committee to respond to the STIP
16 Motion be further extended.

17 **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE**
18 **INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS**
19 **STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE**
20 **UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER,**
21 **THAT:**

22 1. The time for the Noteholders Committee to file and serve any response or
23 opposition to the STIP Motion is extended through 4:00 p.m. (Pacific Time) on March 28, 2019.

24 *[Signatures on next page]*
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Dated: March 19, 2019

KELLER & BENVENUTTI LLP

/s/ Jane Kim
Jane Kim

*Proposed Attorneys for Debtors
and Debtors in Possession*

Dated: March 19, 2019

AKIN GUMP STRAUSS HAUER &
FELD LLP

/s/ Ashley Vinson Crawford
Ashley Vinson Crawford

*Attorneys for Ad Hoc Committee of Senior
Unsecured Noteholders*